



CORPORATION SERVICE COMPANY

RECORDATION NO. 25138 FILED

AUG 23 114

2-50 PM

SURFACE TRANSPORTATION BOARD

August 20, 2004

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RE: 128447-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 17, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas New York, NY 10036

Lessee: **ARKANSAS LIME COMPANY INC.**
13800 Montfort Drive, Suite 330 Dallas, TX 75240

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **ARKANSAS LIME COMPANY INC.**, covering 23 railcars with reporting marks and numbers: CEFX 151449 - GRPX 944492 - NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 17th day of March, 2004 is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and ARKANSAS LIME COMPANY ^{an Arkansas corporation} ~~Corporation~~, with an address at 13800 Montfort Drive, Suite 330, Dallas, TX 75240 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of March 17, 2004 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph T. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

RECORDATION NO. 25138 FILED

AUG 23 04 2-50 PM

SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Chief Executive Officer and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ARKANSAS LIME COMPANY

By: Bill Hughes
Name: Bill Hughes
Title: V-P Sales / Mktg

Schedule A

Number of Cars		Equipment Description
23		4,750 C.F. covered hopper car with gravity gates and trough hatches
1	CEFX	151449
2	CEFX	151452
3	CEFX	151453
4	CEFX	151762
5	CEFX	151780
6	CEFX	151784
7	CEFX	151785
8	CEFX	151787
9	CEFX	151800
10	CEFX	151809
11	CEFX	151818
12	CEFX	151891
13	CEFX	151947
14	CEFX	152224
15	CEFX	152236
16	CEFX	152348
17	CEFX	152351
18	CEFX	152381
19	GRPX	944057
20	GRPX	944205
21	GRPX	944234
22	GRPX	944459
23	GRPX	944492